

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☐ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>DEALER DOT COM, INC. 401(K) PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/2003</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/2003</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>01/01/2003</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>DEALER DOT COM, INC.</u> <u>1 HOWARD STREET</u> <u>BURLINGTON, VT 05401</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>03-0360483</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>802-658-0965</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>517000</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>03-0360483</u>	2c Sponsor's telephone number <u>802-658-0965</u>	2d Business code (see instructions) <u>517000</u>	
2b Employer Identification Number (EIN) <u>03-0360483</u>					
2c Sponsor's telephone number <u>802-658-0965</u>					
2d Business code (see instructions) <u>517000</u>					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	07/09/2013 Date	JENNIFER GREGG Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature. Signature of employer/plan sponsor	07/09/2013 Date	JENNIFER GREGG Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 650
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	679
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	85
d Subtotal. Add lines 6a , 6b , and 6c	6d	764
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	764
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	732
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	22
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2F 2G 2J 2K 3D 2E		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☐ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☐ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☐ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>DEALER DOT COM, INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>DEALER DOT COM, INC.</u>	D Employer Identification Number (EIN) <u>03-0360483</u>	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier

JOHN HANCOCK LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
<u>01-0233346</u>	<u>65838</u>	<u>22207</u>	<u>780</u>	<u>01/01/2012</u>	<u>12/31/2012</u>

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
<u>34243</u>	<u>191</u>

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

MORGAN STANLEY
69 SWIFT STREET 4TH FLOOR
BURLINGTON, VT 05403

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
<u>34243</u>	<u>113</u>	<u>OTHER ALLOWANCES</u>	<u>3</u>

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

VANGUARD GROUP
PO BOX 1110
VALLEY FORGE, PA 19482

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	<u>63</u>	<u>REDEMPTION FEES</u>	<u>5</u>

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

RETIREMENT SOLUTIONS LLC

162 N MAIN STREET STE 204
BARRE, VT 05641

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	15	IRA R/O PAYMENT	5

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

VANGUARD GROUP INC

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
			5

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	
5 Current value of plan's interest under this contract in separate accounts at year end	5	12999591

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☒ guaranteed investment (4) ☐ other ▶

b Balance at the end of the previous year	7b	9930
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c Additions: (1) Contributions deposited during the year	7c(1)	5416	
(2) Dividends and credits	7c(2)	0	
(3) Interest credited during the year	7c(3)	109	
(4) Transferred from separate account	7c(4)	5390	
(5) Other (specify below)	7c(5)	0	

(6) Total additions	7c(6)	10915
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d Total of balance and additions (add lines 7b and 7c(6))	7d	20845
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	2271	
(2) Administration charge made by carrier	7e(2)	62	
(3) Transferred to separate account	7e(3)	5082	
(4) Other (specify below)	7e(4)	32	

▶ **NEGATIVE MVA**

(5) Total deductions	7e(5)	7447
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	13398
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Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☐ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>DEALER DOT COM, INC. 401(K) PLAN</u>	B Three-digit plan number (PN)	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>DEALER DOT COM, INC.</u>	D Employer Identification Number (EIN) <u>03-0360483</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LIFESTYLE AGGRESSIVE</u>				
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK LIFE INSURANCE COMPANY</u>				
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1610580</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LIFESTYLE GROWTH</u>				
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK LIFE INSURANCE COMPANY</u>				
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>3777705</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LIFESTYLE BALANCED</u>				
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK LIFE INSURANCE COMPANY</u>				
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>2776657</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LIFESTYLE CONSERVATIVE</u>				
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK LIFE INSURANCE COMPANY</u>				
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>88257</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>REAL EST. SECURITIES FUND</u>				
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK LIFE INSURANCE COMPANY</u>				
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>113327</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>INTL SMALL CAP FUND</u>				
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK LIFE INSURANCE COMPANY</u>				
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>17399</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>OPPENHEIMER DEVELOPING MKT</u>				
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK LIFE INSURANCE COMPANY</u>				
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>381046</u>		

a Name of MTIA, CCT, PSA, or 103-12 IE: ENERGY		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 220467

a Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 53322

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE MODERATE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 197927

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE SCI & TECH		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 66536

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP GROWTH INDEX		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 104351

a Name of MTIA, CCT, PSA, or 103-12 IE: INTL EQUITY INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 116607

a Name of MTIA, CCT, PSA, or 103-12 IE: SCIENCE & TECHNOLOGY FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 42936

a Name of MTIA, CCT, PSA, or 103-12 IE: FINANCIAL SERVICES FUN		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 22044

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 88448

a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN CENTURY HERITAGE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 88507

a Name of MTIA, CCT, PSA, or 103-12 IE: INV SMALL CAP GROWTH		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 32803

a Name of MTIA, CCT, PSA, or 103-12 IE: EUROPACIFIC GROWTH FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 108385

a Name of MTIA, CCT, PSA, or 103-12 IE: FRANKLIN SMALL-MID GROWTH		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 38501

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE HEALTH SCI		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 388863

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 38708

a Name of MTIA, CCT, PSA, or 103-12 IE: BLUE CHIP GROWTH FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 176320

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 111790

a Name of MTIA, CCT, PSA, or 103-12 IE: OPPENHEIMER GLOBAL		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 25178

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING THROUGH 2050		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 20071

a Name of MTIA, CCT, PSA, or 103-12 IE: MID VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12523

a Name of MTIA, CCT, PSA, or 103-12 IE: CAPITAL APPRECIATION FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 23513
a Name of MTIA, CCT, PSA, or 103-12 IE: TEMPLETON WORLD		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 35240
a Name of MTIA, CCT, PSA, or 103-12 IE: DOMINI SOCIAL EQUITY		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7937
a Name of MTIA, CCT, PSA, or 103-12 IE: ALL CAP VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 32328
a Name of MTIA, CCT, PSA, or 103-12 IE: JPM MIDCAP VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 60683
a Name of MTIA, CCT, PSA, or 103-12 IE: MFS UTILITIES		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 135772
a Name of MTIA, CCT, PSA, or 103-12 IE: TOTAL STOCK MARKET INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 39000
a Name of MTIA, CCT, PSA, or 103-12 IE: EQUITY INCOME FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 51711
a Name of MTIA, CCT, PSA, or 103-12 IE: MONEY MARKET FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 119219
a Name of MTIA, CCT, PSA, or 103-12 IE: DAVIS NEW YORK VENTURE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 119868

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING THROUGH 2045		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 26948

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING THROUGH 2040		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 465539

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING THROUGH 2035		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 50762

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING THROUGH 2030		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 99546

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING THROUGH 2025		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3373

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING THROUGH 2020		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1014

a Name of MTIA, CCT, PSA, or 103-12 IE: T ROWE PRICE EQUITY INC		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 149775

a Name of MTIA, CCT, PSA, or 103-12 IE: 500 INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 224133

a Name of MTIA, CCT, PSA, or 103-12 IE: MUTUAL BEACON		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 47589

a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN BALANCED FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 38578

a Name of MTIA, CCT, PSA, or 103-12 IE: **MUTUAL GLOBAL DISCOVERY****b** Name of sponsor of entity listed in (a): **JOHN HANCOCK LIFE INSURANCE COMPANY**

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 22836
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a Name of MTIA, CCT, PSA, or 103-12 IE: **US HIGH YIELD BOND FUND****b** Name of sponsor of entity listed in (a): **JOHN HANCOCK LIFE INSURANCE COMPANY**

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 73072
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a Name of MTIA, CCT, PSA, or 103-12 IE: **OPPENHEIMER INTL BOND****b** Name of sponsor of entity listed in (a): **JOHN HANCOCK LIFE INSURANCE COMPANY**

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 99384
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a Name of MTIA, CCT, PSA, or 103-12 IE: **T ROWE PRICE SPECTRUM INC****b** Name of sponsor of entity listed in (a): **JOHN HANCOCK LIFE INSURANCE COMPANY**

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 32437
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a Name of MTIA, CCT, PSA, or 103-12 IE: **PIMCO TOTAL RETURN****b** Name of sponsor of entity listed in (a): **JOHN HANCOCK LIFE INSURANCE COMPANY**

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 227923
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a Name of MTIA, CCT, PSA, or 103-12 IE: **SHORT TERM FEDERAL****b** Name of sponsor of entity listed in (a): **JOHN HANCOCK LIFE INSURANCE COMPANY**

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 92155
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>DEALER DOT COM, INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>DEALER DOT COM, INC.</u>	D Employer Identification Number (EIN) <u>03-0360483</u>	

	Part I Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1	Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
	Assets			
a	Total noninterest-bearing cash	1a	18053	12637
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)		
	(2) Participant contributions	1b(2)		
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(2) U.S. Government securities.....	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)		
	(9) Value of interest in common/collective trusts.....	1c(9)		
	(10) Value of interest in pooled separate accounts.....	1c(10)	6774403	12999591
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	9930	13398
	(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	6802386	13025626

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k		

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	6802386	13025626
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	948674	
(B) Participants	2a(1)(B)	2769361	
(C) Others (including rollovers)	2a(1)(C)	1850943	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		5568978
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	109	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	-33	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		76
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		1286772
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		6855826

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	583808	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		583808
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	48715	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	63	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		48778
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		632586

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		6223240
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: MCSOLEY MCCOY & CO.

(2) EIN: 03-0327374

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>DEALER DOT COM, INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>DEALER DOT COM, INC.</u>	D Employer Identification Number (EIN) <u>03-0360483</u>

Part I	Distributions
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All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>01-0233346</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

Dealer Dot Com, Inc. 401(k) Plan

Financial Statements and Schedule
(With Independent Auditors' Report)

December 31, 2012 and 2011

Dealer Dot Com, Inc. 401(k) Plan
December 31, 2012 and 2011

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Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

Independent Auditors' Report

To the Retirement Committee
Dealer Dot Com, Inc. 401(k) Plan
Burlington, Vermont

Report on Financial Statements

We were engaged to audit the accompanying financial statements of Dealer Dot Com, Inc. 401(k) Plan (the "Plan"), which comprise the statements of net assets available for plan benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for plan benefits for the years then ended, the supplemental schedule as of December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matters described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information described in Note 3, which was certified by John Hancock Life Insurance Company, the custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matters described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

The form and content of the information included in the financial statements, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations and Disclosure under the Employee Retirement Income Security Act of 1974.

Report on Supplemental Schedule

We were engaged for the purpose of forming an opinion on the financial statements as a whole. Schedule H, line 4i – Schedule of Assets (Held at End of Year), which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above. The form and content of the information included in the supplemental schedule, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

McSoley McCoy & Co.

June 28, 2013
VT Reg. No. 92-349

Dealer Dot Com, Inc. 401(k) Plan
Statements of Net Assets Available for Plan Benefits
December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Investment contract with John Hancock Life Insurance Co.:		
Interest in pooled separate accounts	\$ 12,999,591	\$ 6,774,403
Guaranteed interest account	13,398	9,930
Cash account	<u>12,637</u>	<u>18,053</u>
Net assets available for plan benefits	<u>\$ 13,025,626</u>	<u>\$ 6,802,386</u>

The accompanying notes are an integral part of these financial statements.

Dealer Dot Com, Inc. 401(k) Plan
Statements of Changes in Net Assets Available for Plan Benefits
For the Years Ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Additions to net assets attributed to:		
Investment income (loss):		
Net investment income (loss) from pooled separate accounts	\$ 1,286,772	\$ (228,330)
Interest and dividends	<u>76</u>	<u>34</u>
Total investment income (loss)	<u>1,286,848</u>	<u>(228,296)</u>
Contributions:		
Participant deferrals	2,769,361	1,794,775
Participant rollovers	1,850,943	692,360
Employer match	<u>948,674</u>	<u>631,649</u>
Total contributions	<u>5,568,978</u>	<u>3,118,784</u>
Total additions	<u>6,855,826</u>	<u>2,890,488</u>
Deductions from net assets attributed to:		
Benefits paid to participants	583,808	169,224
Administration fees	<u>48,778</u>	<u>32,909</u>
Total deductions	<u>632,586</u>	<u>202,133</u>
Increase in net assets available for plan benefits	6,223,240	2,688,355
Net assets available for plan benefits:		
Beginning of year	<u>6,802,386</u>	<u>4,114,031</u>
End of year	<u>\$ 13,025,626</u>	<u>\$ 6,802,386</u>

The accompanying notes are an integral part of these financial statements.

1. DESCRIPTION OF PLAN

The following description of the Dealer Dot Com, Inc. (the "Company" or "Employer") 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

- (a) General - The Plan is a defined contribution 401(k) plan covering substantially all employees of the Company. Participants may join the Plan on the first day of the month after 90 days of service, as defined in the Plan, and the attainment of 21 years of age. The Plan provides for automatic enrollment at 3% upon meeting the eligibility requirements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).
- (b) Contributions - Participants may contribute up to 100% of pretax annual compensation, as defined in the Plan, up to Internal Revenue Code (IRC) contribution limits. Participants direct the investment of their contributions into various investment options offered by the Plan. The Company matched 50 percent of the first 5 percent of compensation that a participant contributes to the Plan through June 30, 2012. Effective July 1, 2012 the Company matches 50% of the first 6 percent of compensation that a participant contributes to the Plan. Additional amounts may be contributed at the discretion of the Company's Board of Directors and are invested according to participant direction. No discretionary contributions were made during 2012 and 2011.
- (c) Participant Accounts - Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution and, (b) Plan earnings, and charged with an allocation of investment expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.
- (d) Vesting - Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant is 33% vested after one year of credited service and 100% vested after two years of credited service.
- (e) Withdrawals and Benefits - Upon termination of service due to death, disability or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution. Non-vested portions are maintained by the Plan in the forfeiture account to be used to reduce future Company matches. Hardship distributions are permitted in an amount not to exceed the total participant's elective deferral amount. A participant shall be prohibited from making elective deferrals for six months following a hardship distribution. No other in-service distributions are allowed.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

- (a) Basis of Accounting - The financial statements of the Plan are prepared on the accrual basis of accounting.
- (b) Cash and Cash Equivalents - The Plan considers all cash and highly liquid, short-term investment funds held to be cash equivalents.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

- (c) Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.
- (d) Investment Valuation and Income Recognition - The Plan's investments are stated at fair value. Quoted market prices are used to value investments, which represent the unit value of shares held by the Plan at year-end.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date.
- (e) Administrative Fees - The Plan pays certain record keeping and custodian fees. All other administrative costs of the Plan are paid by the Company.
- (f) Risks and Uncertainties - The Plan utilizes various investment instruments. Investment securities, in general, are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.
- (g) Payment of Benefits - Benefits are recorded when paid.
- (h) Participant Loans - The Plan does not allow participant loans.
- (i) Forfeited Accounts - Forfeitures are used to reduce future employer contributions and in 2012 and 2011, \$5,416 and \$0 of forfeitures were used to reduce employer contributions. At December 31, 2012 and 2011, there was \$12,637 and \$18,053, respectively in forfeited nonvested accounts.
- (j) Subsequent Events - In accordance with FASB ASC 855, the Plan evaluated subsequent events through June 28, 2013, the date the Plan's financial statements were available to be used and all events have been disclosed.

3. INFORMATION PREPARED AND CERTIFIED BY THE CUSTODIAN

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Accordingly, John Hancock Life Insurance Company, the custodian of the Plan assets, certified to the completeness and accuracy of all investments reflected on the accompanying statements of net assets available for plan benefits as of December 31, 2012 and 2011, the schedule of assets held for investment purposes as of December 31, 2012 and the related investment activity reflected in the statements of changes in net assets available for plan benefits for the years ended December 31, 2012 and 2011.

Effective April 1, 2013 the Plan changed the custodian to Putnam Investments.

Dealer Dot Com, Inc. 401(k) Plan
Notes to Financial Statements
December 31, 2012 and 2011

4. INVESTMENTS

The following investments at December 31, 2012 and 2011 represent 5% or more of the Plan's net assets:

	<u>2012</u>	<u>2011</u>
John Hancock Life Insurance Co.:		
Lifestyle- Balance	\$ 2,776,657	\$ 1,143,493
Lifestyle- Growth	3,777,705	2,159,986
Lifestyle- Aggressive	1,610,581	1,020,852

The net unrealized appreciation or depreciation is reported together with realized gains and losses in the statements of changes in net assets available for plan benefits.

5. FAIR VALUE MEASUREMENTS

FASB ASC 820, *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value. That framework provides a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 – Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Pooled separate accounts and guaranteed investment accounts: The guaranteed income funds are presumed to be at contract value in light of the credit worthiness of the issuer. The pooled separate accounts whose sole asset is an underlying mutual fund are reported at fair value based on the quoted market prices of the underlying mutual funds. Pooled separate accounts that consist of investment funds made up of a variety of different investment assets are valued on the aggregate fair value of the underlying assets. The units of these pooled separate accounts are not actively traded. Accordingly, each individual underlying assets is evaluated to determine where its fair value measurement falls within the fair value hierarchy. The entire pooled separate account fund is included within the fair value hierarchy based on the lowest level of any asset, or group of assets, that is significant to the overall fair value measurement.

Dealer Dot Com, Inc. 401(k) Plan
Notes to Financial Statements
December 31, 2012 and 2011

FAIR VALUE MEASUREMENTS (continued)

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011:

Assets at Fair Value as of December 31, 2012

	<u>(Level 1)</u>	<u>(Level 2)</u>	<u>(Level 3)</u>	<u>Total</u>
Guaranteed interest acct	\$ -	\$ 13,398	\$ -	\$ 13,398
Cash account	12,637	-	-	12,637
Pooled separate accounts:				
Lifestyle funds	9,118,380	-	-	9,118,380
Income funds	524,970	-	-	524,970
Growth funds	1,023,430	-	-	1,023,430
Growth and income funds	481,879	-	-	481,879
Aggressive growth funds	1,731,713	-	-	1,731,713
Conservative funds	119,219	-	-	119,219
Total	<u>\$ 13,012,228</u>	<u>\$ 13,398</u>	<u>\$ -</u>	<u>\$ 13,025,626</u>

Assets at Fair Value as of December 31, 2011

	<u>(Level 1)</u>	<u>(Level 2)</u>	<u>(Level 3)</u>	<u>Total</u>
Guaranteed interest acct	\$ -	\$ 9,930	\$ -	\$ 9,930
Cash account	18,053	-	-	18,053
Pooled separate accounts:				
Lifestyle funds	4,518,266	-	-	4,518,266
Income funds	366,964	-	-	366,964
Growth funds	449,043	-	-	449,043
Growth and income funds	255,359	-	-	255,359
Aggressive growth funds	940,247	-	-	940,247
Conservative funds	244,524	-	-	244,524
Total	<u>\$ 6,792,456</u>	<u>\$ 9,930</u>	<u>\$ -</u>	<u>\$ 6,802,386</u>

6. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become one hundred percent (100%) vested in their accounts.

Dealer Dot Com, Inc. 401(k) Plan
Notes to Financial Statements
December 31, 2012 and 2011

7. INCOME TAX STATUS

A determination letter was received on March 31, 2008, indicating that the Plan, as a prototype non-standardized plan, is acceptable under Section 401 of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the applicable taxing authorities. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax period in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

8. PARTIES IN INTEREST

Plan investments consist of investment contracts managed by John Hancock Life Insurance Company. John Hancock is the custodian of the Plan, and therefore, these transactions qualify as party-in-interest transactions. Total amounts paid to John Hancock for the years ended December 31, 2012 and 2011 were \$31,666 and \$22,397, respectively. Morgan Stanley Smith Barney provides investment advisory services to the Plan; these transactions qualify as party-in-interest transactions. Total fees paid to Morgan Stanley Smith Barney for the years ended December 31, 2012 and 2011 were \$17,122 and \$10,512, respectively.

9. WITHDRAWING PARTICIPANTS

All participants who have withdrawn from the Plan and requested their benefits have been paid as of December 31, 2012.

Dealer Dot Com, Inc. 401(k) Plan
Schedule H, Line 4i - Schedule of Assets (Held at the End of the Year)
December 31, 2012

Plan Sponsor: Dealer Dot Com, Inc.

Administrator's EIN: 03-0360483

Plan Number: 001

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower lessor, or similar party	Description of investment including maturity dates, rate of interest, collateral, par or maturity value	Cost	Current value
*	Lifestyle- Conservative	John Hancock Life Insurance Co - Pooled Separate Accounts	\$	88,257
*	Lifestyle- Moderate	John Hancock Life Insurance Co - Pooled Separate Accounts		197,927
*	Lifestyle- Balance	John Hancock Life Insurance Co - Pooled Separate Accounts		2,776,657
*	Lifestyle- Growth	John Hancock Life Insurance Co - Pooled Separate Accounts		3,777,705
*	Lifestyle- Aggressive	John Hancock Life Insurance Co - Pooled Separate Accounts		1,610,581
*	Retirement Living through 2020	John Hancock Life Insurance Co - Pooled Separate Accounts		1,014
*	Retirement Living through 2025	John Hancock Life Insurance Co - Pooled Separate Accounts		3,373
*	Retirement Living through 2030	John Hancock Life Insurance Co - Pooled Separate Accounts		99,546
*	Retirement Living through 2035	John Hancock Life Insurance Co - Pooled Separate Accounts		50,762
*	Retirement Living through 2040	John Hancock Life Insurance Co - Pooled Separate Accounts		465,539
*	Retirement Living through 2045	John Hancock Life Insurance Co - Pooled Separate Accounts		26,948
*	Retirement Living through 2050	John Hancock Life Insurance Co - Pooled Separate Accounts		20,071
*	Short Term Federal	John Hancock Life Insurance Co - Pooled Separate Accounts		92,155
*	PIMCO Total Return Fund	John Hancock Life Insurance Co - Pooled Separate Accounts		227,922
*	T Rowe Price Spectrum Inc.	John Hancock Life Insurance Co - Pooled Separate Accounts		32,437
*	Oppenheimer International Bond	John Hancock Life Insurance Co - Pooled Separate Accounts		99,384
*	American Balanced Fund	John Hancock Life Insurance Co - Pooled Separate Accounts		38,578
*	T Rowe Price Equity Inc.	John Hancock Life Insurance Co - Pooled Separate Accounts		149,775
*	Davis New York Venture	John Hancock Life Insurance Co - Pooled Separate Accounts		119,868
*	Mutual Beacon	John Hancock Life Insurance Co - Pooled Separate Accounts		47,589
*	JPM MidCapValue Fund	John Hancock Life Insurance Co - Pooled Separate Accounts		60,683
*	Mutual Discovery	John Hancock Life Insurance Co - Pooled Separate Accounts		22,836
*	MFS Utilities Fund	John Hancock Life Insurance Co - Pooled Separate Accounts		135,772
*	Domini Social Equity	John Hancock Life Insurance Co - Pooled Separate Accounts		7,937
*	Templeton World	John Hancock Life Insurance Co - Pooled Separate Accounts		35,240
*	Oppenheimer Global	John Hancock Life Insurance Co - Pooled Separate Accounts		25,178
*	EuroPacific Growth Fund	John Hancock Life Insurance Co - Pooled Separate Accounts		108,385
*	Energy	John Hancock Life Insurance Co - Pooled Separate Accounts		220,467
*	Small Cap Growth Index	John Hancock Life Insurance Co - Pooled Separate Accounts		104,351
*	Franklin Small-Mid Growth	John Hancock Life Insurance Co - Pooled Separate Accounts		38,501
*	AIM Small Cap Growth	John Hancock Life Insurance Co - Pooled Separate Accounts		32,803
*	T Rowe Price Health Sciences Fund	John Hancock Life Insurance Co - Pooled Separate Accounts		388,863
*	Oppenheimer Developing Market	John Hancock Life Insurance Co - Pooled Separate Accounts		381,046
*	T Rowe Price Science & Technology Fund	John Hancock Life Insurance Co - Pooled Separate Accounts		66,536
*	Money Market Fund	John Hancock Life Insurance Co - Pooled Separate Accounts		119,219
*	U.S. High Yield Bond Fund	John Hancock Life Insurance Co - Pooled Separate Accounts		73,072
*	500 Index Fund	John Hancock Life Insurance Co - Pooled Separate Accounts		224,133
*	All Cap Value Fund	John Hancock Life Insurance Co - Pooled Separate Accounts		32,328
*	Total Stock Market Index Fund	John Hancock Life Insurance Co - Pooled Separate Accounts		39,000
*	Blue Chip Growth Fund	John Hancock Life Insurance Co - Pooled Separate Accounts		176,320
*	Mid Cap Index Fund	John Hancock Life Insurance Co - Pooled Separate Accounts		111,790
*	Mid Value Fund	John Hancock Life Insurance Co - Pooled Separate Accounts		12,523
*	Real Estate Securities Fund	John Hancock Life Insurance Co - Pooled Separate Accounts		113,327
*	International Value Fund	John Hancock Life Insurance Co - Pooled Separate Accounts		53,321
*	International Equity Index Fund	John Hancock Life Insurance Co - Pooled Separate Accounts		116,607
*	International Small Cap Fund	John Hancock Life Insurance Co - Pooled Separate Accounts		17,399
*	Small Cap Index Fund	John Hancock Life Insurance Co - Pooled Separate Accounts		88,448
*	Science & Technology Fund	John Hancock Life Insurance Co - Pooled Separate Accounts		42,936
*	Financial Services Fund	John Hancock Life Insurance Co - Pooled Separate Accounts		22,044
*	Capital Appreciation Fund	John Hancock Life Insurance Co - Pooled Separate Accounts		23,512
*	Small Cap Value Fund	John Hancock Life Insurance Co - Pooled Separate Accounts		38,708
*	American Century Heritage	John Hancock Life Insurance Co - Pooled Separate Accounts		88,507
*	Equity Income Fund	John Hancock Life Insurance Co - Pooled Separate Accounts		51,711
*	3 Year Compound	John Hancock Life Insurance Co - Guaranteed Interest Accounts		1,318
*	5 Year Compound	John Hancock Life Insurance Co - Guaranteed Interest Accounts		6,375
*	10 Year Compound	John Hancock Life Insurance Co - Guaranteed Interest Accounts		5,705
*	Cash Account			12,637
				<u>\$ 13,025,626</u>

* Party-in-interest

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(a), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1510-0110 1510-0089 2012 This Form is Open to Public Inspection
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Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A This return/report is for: ☐ a multiemployer plan; ☐ a multiple-employer plan; or
☒ a single-employer plan; ☐ a DFE (specify) _____

B This return/report is: ☐ the first return/report; ☐ the final return/report;
☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here ☐

D Check box if filing under: ☐ Form 5558; ☐ automatic extension; ☐ the DFVC program;
☐ special extension (enter description) _____

Basic Plan Information -- enter all requested information

1a Name of plan DEALER DOT COM, INC. 401 (K) PLAN	1b Three-digit plan number (PN) ▶ <u>001</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) DEALER DOT COM, INC. 1 HOWARD STREET US HURLINGTON VT 05401	1c Effective date of plan <u>01/01/2003</u> 2b Employer identification Number (EIN) <u>03-0360483</u> 2c Sponsor's telephone number <u>(802) 658-0965</u> 2d Business code (see instructions) <u>517000</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

 Signature of plan administrator	<u>7/8/13</u> Date	JENNIFER GREGG Enter name of individual signing as plan administrator
 Signature of employer/plan sponsor	<u>7/8/13</u> Date	JENNIFER GREGG Enter name of individual signing as employer or plan sponsor
_____ Signature of DFE	_____ Date	_____ Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)		Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address	3b Administrator's EIN 3c Administrator's telephone number
---	--

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
---	-----------------------------------

5 Total number of participants at the beginning of the plan year	5	650
---	----------	-----

6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
--	--	--

a Active participants	6a	679
--	-----------	-----

b Retired or separated participants receiving benefits	6b	0
---	-----------	---

c Other retired or separated participants entitled to future benefits	6c	85
--	-----------	----

d Subtotal. Add lines 6a , 6b , and 6c	6d	764
--	-----------	-----

e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e	0
--	-----------	---

f Total. Add lines 6d and 6e	6f	764
---	-----------	-----

g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g	732
---	-----------	-----

h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h	22
---	-----------	----

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
--	----------	--

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

2F 2G 2J 2K 3D 2E

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☐ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☐ Trust (4) ☐ General assets of the sponsor
---	---

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information - Small Plan) (3) ☒ 1 A (Insurance Information) (4) ☐ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)
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Dealer Dot Com, Inc. 401(k) Plan

Financial Statements and Schedule
(With Independent Auditors' Report)

December 31, 2012 and 2011

Dealer Dot Com, Inc. 401(k) Plan
December 31, 2012 and 2011

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Independent Auditors' Report

To the Retirement Committee
Dealer Dot Com, Inc. 401(k) Plan
Burlington, Vermont

Report on Financial Statements

We were engaged to audit the accompanying financial statements of Dealer Dot Com, Inc. 401(k) Plan (the "Plan"), which comprise the statements of net assets available for plan benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for plan benefits for the years then ended, the supplemental schedule as of December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matters described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information described in Note 3, which was certified by John Hancock Life Insurance Company, the custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matters described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

The form and content of the information included in the financial statements, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations and Disclosure under the Employee Retirement Income Security Act of 1974.

Report on Supplemental Schedule

We were engaged for the purpose of forming an opinion on the financial statements as a whole. Schedule H, line 4i – Schedule of Assets (Held at End of Year), which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above. The form and content of the information included in the supplemental schedule, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

McSoley McCoy & Co.

June 28, 2013
VT Reg. No. 92-349

Dealer Dot Com, Inc. 401(k) Plan
Statements of Net Assets Available for Plan Benefits
December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Investment contract with John Hancock Life Insurance Co.:		
Interest in pooled separate accounts	\$ 12,999,591	\$ 6,774,403
Guaranteed interest account	13,398	9,930
Cash account	<u>12,637</u>	<u>18,053</u>
Net assets available for plan benefits	<u>\$ 13,025,626</u>	<u>\$ 6,802,386</u>

The accompanying notes are an integral part of these financial statements.

Dealer Dot Com, Inc. 401(k) Plan
Statements of Changes in Net Assets Available for Plan Benefits
For the Years Ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Additions to net assets attributed to:		
Investment income (loss):		
Net investment income (loss) from pooled separate accounts	\$ 1,286,772	\$ (228,330)
Interest and dividends	<u>76</u>	<u>34</u>
Total investment income (loss)	<u>1,286,848</u>	<u>(228,296)</u>
Contributions:		
Participant deferrals	2,769,361	1,794,775
Participant rollovers	1,850,943	692,360
Employer match	<u>948,674</u>	<u>631,649</u>
Total contributions	<u>5,568,978</u>	<u>3,118,784</u>
Total additions	<u>6,855,826</u>	<u>2,890,488</u>
Deductions from net assets attributed to:		
Benefits paid to participants	583,808	169,224
Administration fees	<u>48,778</u>	<u>32,909</u>
Total deductions	<u>632,586</u>	<u>202,133</u>
Increase in net assets available for plan benefits	6,223,240	2,688,355
Net assets available for plan benefits:		
Beginning of year	<u>6,802,386</u>	<u>4,114,031</u>
End of year	<u>\$ 13,025,626</u>	<u>\$ 6,802,386</u>

The accompanying notes are an integral part of these financial statements.

1. DESCRIPTION OF PLAN

The following description of the Dealer Dot Com, Inc. (the "Company" or "Employer") 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

- (a) General - The Plan is a defined contribution 401(k) plan covering substantially all employees of the Company. Participants may join the Plan on the first day of the month after 90 days of service, as defined in the Plan, and the attainment of 21 years of age. The Plan provides for automatic enrollment at 3% upon meeting the eligibility requirements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).
- (b) Contributions - Participants may contribute up to 100% of pretax annual compensation, as defined in the Plan, up to Internal Revenue Code (IRC) contribution limits. Participants direct the investment of their contributions into various investment options offered by the Plan. The Company matched 50 percent of the first 5 percent of compensation that a participant contributes to the Plan through June 30, 2012. Effective July 1, 2012 the Company matches 50% of the first 6 percent of compensation that a participant contributes to the Plan. Additional amounts may be contributed at the discretion of the Company's Board of Directors and are invested according to participant direction. No discretionary contributions were made during 2012 and 2011.
- (c) Participant Accounts - Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution and, (b) Plan earnings, and charged with an allocation of investment expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.
- (d) Vesting - Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant is 33% vested after one year of credited service and 100% vested after two years of credited service.
- (e) Withdrawals and Benefits - Upon termination of service due to death, disability or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution. Non-vested portions are maintained by the Plan in the forfeiture account to be used to reduce future Company matches. Hardship distributions are permitted in an amount not to exceed the total participant's elective deferral amount. A participant shall be prohibited from making elective deferrals for six months following a hardship distribution. No other in-service distributions are allowed.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

- (a) Basis of Accounting - The financial statements of the Plan are prepared on the accrual basis of accounting.
- (b) Cash and Cash Equivalents - The Plan considers all cash and highly liquid, short-term investment funds held to be cash equivalents.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

- (c) Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.
- (d) Investment Valuation and Income Recognition - The Plan's investments are stated at fair value. Quoted market prices are used to value investments, which represent the unit value of shares held by the Plan at year-end.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date.
- (e) Administrative Fees - The Plan pays certain record keeping and custodian fees. All other administrative costs of the Plan are paid by the Company.
- (f) Risks and Uncertainties - The Plan utilizes various investment instruments. Investment securities, in general, are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.
- (g) Payment of Benefits - Benefits are recorded when paid.
- (h) Participant Loans - The Plan does not allow participant loans.
- (i) Forfeited Accounts - Forfeitures are used to reduce future employer contributions and in 2012 and 2011, \$5,416 and \$0 of forfeitures were used to reduce employer contributions. At December 31, 2012 and 2011, there was \$12,637 and \$18,053, respectively in forfeited nonvested accounts.
- (j) Subsequent Events - In accordance with FASB ASC 855, the Plan evaluated subsequent events through June 28, 2013, the date the Plan's financial statements were available to be used and all events have been disclosed.

3. INFORMATION PREPARED AND CERTIFIED BY THE CUSTODIAN

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Accordingly, John Hancock Life Insurance Company, the custodian of the Plan assets, certified to the completeness and accuracy of all investments reflected on the accompanying statements of net assets available for plan benefits as of December 31, 2012 and 2011, the schedule of assets held for investment purposes as of December 31, 2012 and the related investment activity reflected in the statements of changes in net assets available for plan benefits for the years ended December 31, 2012 and 2011.

Effective April 1, 2013 the Plan changed the custodian to Putnam Investments.

Dealer Dot Com, Inc. 401(k) Plan
Notes to Financial Statements
December 31, 2012 and 2011

4. INVESTMENTS

The following investments at December 31, 2012 and 2011 represent 5% or more of the Plan's net assets:

	<u>2012</u>	<u>2011</u>
John Hancock Life Insurance Co.:		
Lifestyle- Balance	\$ 2,776,657	\$ 1,143,493
Lifestyle- Growth	3,777,705	2,159,986
Lifestyle- Aggressive	1,610,581	1,020,852

The net unrealized appreciation or depreciation is reported together with realized gains and losses in the statements of changes in net assets available for plan benefits.

5. FAIR VALUE MEASUREMENTS

FASB ASC 820, *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value. That framework provides a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 – Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Pooled separate accounts and guaranteed investment accounts: The guaranteed income funds are presumed to be at contract value in light of the credit worthiness of the issuer. The pooled separate accounts whose sole asset is an underlying mutual fund are reported at fair value based on the quoted market prices of the underlying mutual funds. Pooled separate accounts that consist of investment funds made up of a variety of different investment assets are valued on the aggregate fair value of the underlying assets. The units of these pooled separate accounts are not actively traded. Accordingly, each individual underlying assets is evaluated to determine where its fair value measurement falls within the fair value hierarchy. The entire pooled separate account fund is included within the fair value hierarchy based on the lowest level of any asset, or group of assets, that is significant to the overall fair value measurement.

Dealer Dot Com, Inc. 401(k) Plan
Notes to Financial Statements
December 31, 2012 and 2011

FAIR VALUE MEASUREMENTS (continued)

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011:

Assets at Fair Value as of December 31, 2012

	<u>(Level 1)</u>	<u>(Level 2)</u>	<u>(Level 3)</u>	<u>Total</u>
Guaranteed interest acct	\$ -	\$ 13,398	\$ -	\$ 13,398
Cash account	12,637	-	-	12,637
Pooled separate accounts:				
Lifestyle funds	9,118,380	-	-	9,118,380
Income funds	524,970	-	-	524,970
Growth funds	1,023,430	-	-	1,023,430
Growth and income funds	481,879	-	-	481,879
Aggressive growth funds	1,731,713	-	-	1,731,713
Conservative funds	119,219	-	-	119,219
Total	<u>\$ 13,012,228</u>	<u>\$ 13,398</u>	<u>\$ -</u>	<u>\$ 13,025,626</u>

Assets at Fair Value as of December 31, 2011

	<u>(Level 1)</u>	<u>(Level 2)</u>	<u>(Level 3)</u>	<u>Total</u>
Guaranteed interest acct	\$ -	\$ 9,930	\$ -	\$ 9,930
Cash account	18,053	-	-	18,053
Pooled separate accounts:				
Lifestyle funds	4,518,266	-	-	4,518,266
Income funds	366,964	-	-	366,964
Growth funds	449,043	-	-	449,043
Growth and income funds	255,359	-	-	255,359
Aggressive growth funds	940,247	-	-	940,247
Conservative funds	244,524	-	-	244,524
Total	<u>\$ 6,792,456</u>	<u>\$ 9,930</u>	<u>\$ -</u>	<u>\$ 6,802,386</u>

6. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become one hundred percent (100%) vested in their accounts.

Dealer Dot Com, Inc. 401(k) Plan
Notes to Financial Statements
December 31, 2012 and 2011

7. INCOME TAX STATUS

A determination letter was received on March 31, 2008, indicating that the Plan, as a prototype non-standardized plan, is acceptable under Section 401 of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the applicable taxing authorities. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax period in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

8. PARTIES IN INTEREST

Plan investments consist of investment contracts managed by John Hancock Life Insurance Company. John Hancock is the custodian of the Plan, and therefore, these transactions qualify as party-in-interest transactions. Total amounts paid to John Hancock for the years ended December 31, 2012 and 2011 were \$31,666 and \$22,397, respectively. Morgan Stanley Smith Barney provides investment advisory services to the Plan; these transactions qualify as party-in-interest transactions. Total fees paid to Morgan Stanley Smith Barney for the years ended December 31, 2012 and 2011 were \$17,122 and \$10,512, respectively.

9. WITHDRAWING PARTICIPANTS

All participants who have withdrawn from the Plan and requested their benefits have been paid as of December 31, 2012.

Dealer Dot Com, Inc. 401(k) Plan
Schedule H, Line 4i - Schedule of Assets (Held at the End of the Year)
December 31, 2012

Plan Sponsor: Dealer Dot Com, Inc.

Administrator's EIN: 03-0360483

Plan Number: 001

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower lessor, or similar party	Description of investment including maturity dates, rate of interest, collateral, par or maturity value	Cost	Current value
*	Lifestyle- Conservative	John Hancock Life Insurance Co - Pooled Separate Accounts	\$	88,257
*	Lifestyle- Moderate	John Hancock Life Insurance Co - Pooled Separate Accounts		197,927
*	Lifestyle- Balance	John Hancock Life Insurance Co - Pooled Separate Accounts		2,776,657
*	Lifestyle- Growth	John Hancock Life Insurance Co - Pooled Separate Accounts		3,777,705
*	Lifestyle- Aggressive	John Hancock Life Insurance Co - Pooled Separate Accounts		1,610,581
*	Retirement Living through 2020	John Hancock Life Insurance Co - Pooled Separate Accounts		1,014
*	Retirement Living through 2025	John Hancock Life Insurance Co - Pooled Separate Accounts		3,373
*	Retirement Living through 2030	John Hancock Life Insurance Co - Pooled Separate Accounts		99,546
*	Retirement Living through 2035	John Hancock Life Insurance Co - Pooled Separate Accounts		50,762
*	Retirement Living through 2040	John Hancock Life Insurance Co - Pooled Separate Accounts		465,539
*	Retirement Living through 2045	John Hancock Life Insurance Co - Pooled Separate Accounts		26,948
*	Retirement Living through 2050	John Hancock Life Insurance Co - Pooled Separate Accounts		20,071
*	Short Term Federal	John Hancock Life Insurance Co - Pooled Separate Accounts		92,155
*	PIMCO Total Return Fund	John Hancock Life Insurance Co - Pooled Separate Accounts		227,922
*	T Rowe Price Spectrum Inc.	John Hancock Life Insurance Co - Pooled Separate Accounts		32,437
*	Oppenheimer International Bond	John Hancock Life Insurance Co - Pooled Separate Accounts		99,384
*	American Balanced Fund	John Hancock Life Insurance Co - Pooled Separate Accounts		38,578
*	T Rowe Price Equity Inc.	John Hancock Life Insurance Co - Pooled Separate Accounts		149,775
*	Davis New York Venture	John Hancock Life Insurance Co - Pooled Separate Accounts		119,868
*	Mutual Beacon	John Hancock Life Insurance Co - Pooled Separate Accounts		47,589
*	JPM MidCapValue Fund	John Hancock Life Insurance Co - Pooled Separate Accounts		60,683
*	Mutual Discovery	John Hancock Life Insurance Co - Pooled Separate Accounts		22,836
*	MFS Utilities Fund	John Hancock Life Insurance Co - Pooled Separate Accounts		135,772
*	Domini Social Equity	John Hancock Life Insurance Co - Pooled Separate Accounts		7,937
*	Templeton World	John Hancock Life Insurance Co - Pooled Separate Accounts		35,240
*	Oppenheimer Global	John Hancock Life Insurance Co - Pooled Separate Accounts		25,178
*	EuroPacific Growth Fund	John Hancock Life Insurance Co - Pooled Separate Accounts		108,385
*	Energy	John Hancock Life Insurance Co - Pooled Separate Accounts		220,467
*	Small Cap Growth Index	John Hancock Life Insurance Co - Pooled Separate Accounts		104,351
*	Franklin Small-Mid Growth	John Hancock Life Insurance Co - Pooled Separate Accounts		38,501
*	AIM Small Cap Growth	John Hancock Life Insurance Co - Pooled Separate Accounts		32,803
*	T Rowe Price Health Sciences Fund	John Hancock Life Insurance Co - Pooled Separate Accounts		388,863
*	Oppenheimer Developing Market	John Hancock Life Insurance Co - Pooled Separate Accounts		381,046
*	T Rowe Price Science & Technology Fund	John Hancock Life Insurance Co - Pooled Separate Accounts		66,536
*	Money Market Fund	John Hancock Life Insurance Co - Pooled Separate Accounts		119,219
*	U.S. High Yield Bond Fund	John Hancock Life Insurance Co - Pooled Separate Accounts		73,072
*	500 Index Fund	John Hancock Life Insurance Co - Pooled Separate Accounts		224,133
*	All Cap Value Fund	John Hancock Life Insurance Co - Pooled Separate Accounts		32,328
*	Total Stock Market Index Fund	John Hancock Life Insurance Co - Pooled Separate Accounts		39,000
*	Blue Chip Growth Fund	John Hancock Life Insurance Co - Pooled Separate Accounts		176,320
*	Mid Cap Index Fund	John Hancock Life Insurance Co - Pooled Separate Accounts		111,790
*	Mid Value Fund	John Hancock Life Insurance Co - Pooled Separate Accounts		12,523
*	Real Estate Securities Fund	John Hancock Life Insurance Co - Pooled Separate Accounts		113,327
*	International Value Fund	John Hancock Life Insurance Co - Pooled Separate Accounts		53,321
*	International Equity Index Fund	John Hancock Life Insurance Co - Pooled Separate Accounts		116,607
*	International Small Cap Fund	John Hancock Life Insurance Co - Pooled Separate Accounts		17,399
*	Small Cap Index Fund	John Hancock Life Insurance Co - Pooled Separate Accounts		88,448
*	Science & Technology Fund	John Hancock Life Insurance Co - Pooled Separate Accounts		42,936
*	Financial Services Fund	John Hancock Life Insurance Co - Pooled Separate Accounts		22,044
*	Capital Appreciation Fund	John Hancock Life Insurance Co - Pooled Separate Accounts		23,512
*	Small Cap Value Fund	John Hancock Life Insurance Co - Pooled Separate Accounts		38,708
*	American Century Heritage	John Hancock Life Insurance Co - Pooled Separate Accounts		88,507
*	Equity Income Fund	John Hancock Life Insurance Co - Pooled Separate Accounts		51,711
*	3 Year Compound	John Hancock Life Insurance Co - Guaranteed Interest Accounts		1,318
*	5 Year Compound	John Hancock Life Insurance Co - Guaranteed Interest Accounts		6,375
*	10 Year Compound	John Hancock Life Insurance Co - Guaranteed Interest Accounts		5,705
*	Cash Account			12,637
				<u>\$ 13,025,626</u>

* Party-in-interest